

**PROXY FORM C (FOR FOREIGN SHAREHOLDER  
APPOINTING CUSTODIAN IN THAILAND)**  
According to Regulations of the Department of Business Development  
Re: Form of Proxy (No.5) B.E. 2550

Duty  
Stamp  
of Baht  
20 is  
required

Written at \_\_\_\_\_  
Date \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
With address at \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Acting as the custodian for \_\_\_\_\_  
Being a shareholder of Italian-Thai Development Public Company Limited

holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;  
Ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes  
Preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(2) Do hereby appoint either one of the following persons:

(1) \_\_\_\_\_ Age \_\_\_\_\_ years  
With address at \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) \_\_\_\_\_ Age \_\_\_\_\_ years  
With address at \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(3) \_\_\_\_\_ Age \_\_\_\_\_ years  
With address at \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

anyone of the above as my/our proxy holder to attend and vote on my behalf at the 2019 Annual General Meeting of Shareholders, which will be held on Thursday April 25, 2019 at 2.00 p.m. at Convention Center Building, 3<sup>rd</sup> floor, Rama Gardens Hotel, 9/9 Vibhavadi Rangsit Road, Laksi District, Bangkok, or any date and at any postponement thereof.

(3) I / We authorize the proxy holder to attend the meeting and vote are as follows:-

Grant Proxy the total amount of shares holding and entitled to vote.

Grant partial shares of :

Ordinary share \_\_\_\_\_ shares, having voting rights equivalent to \_\_\_\_\_ votes  
 Preferred share \_\_\_\_\_ shares, having voting rights equivalent to \_\_\_\_\_ votes  
Total voting rights \_\_\_\_\_ votes

(4) I / We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

**Agenda 1: To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda 2: To consider and acknowledge the 2018 Company operating results.**

(a) The Proxy holder shall be entitled to acknowledge in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be acknowledge at his / her own

**Agenda 3: To consider and approve the Company's Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2018.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda 4: To consider and approve the allocation of partial profits as legal reserve and approve on dividend payment for the 2018 accounting period.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda 5: To consider and approve the re-appointment of Directors in place of those retired earlier to hold office for another term.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

5.1 To elect directors as a whole  
 Approve                       Disapprove                       Abstain

5.2 To elect each director individually

**5.2.1 Mr. William Lee Zentgraf**  
 Approve                       Disapprove                       Abstain

**5.2.2 Mr. Sai Wah Simon Suen**  
 Approve                       Disapprove                       Abstain

**5.2.3 Mr. Peeti Karnasuta**  
 Approve                       Disapprove                       Abstain

**Agenda 6: To consider and determine the remuneration for the year 2019 of the Board of Directors, the Audit Committee and Risk Management Committee.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(c) The Proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda 7: To consider and approve the appointment of an auditor and the determination of remuneration of the auditor for the year 2019.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

**Remarks:**

1. This Proxy Form C. only be used for Shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidences to be enclosed with the proxy form are:
  - (1) Power of Attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the meeting not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda item regarding the election of directors, the ballot can be either for all the directors as a whole or for an individual director.
5. In case that there are any further agenda items apart from specified above brought into consideration in the meeting. the proxy holder may use the Annex attached to Proxy Form C.

**Annex attached to the Proxy Form C**

The Proxy of the shareholder of Italian-Thai Development Public Company Limited.

At the 2019 Annual General Meeting of Shareholders, which will be held on Thursday of April 25, 2019 at 2.00 p.m. at Convention Center Building, 3<sup>rd</sup> floor, Rama Gardens Hotel, 9/9 Vibhavadi Rangsit Road, Laksi District, Bangkok, or any date and at any postponement thereof.

**Agenda** .....: .....

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- (b) The Proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda** .....: .....

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**Agenda** .....: .....

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**Agenda** .....: .....

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- (b) The Proxy holder shall vote in accordance with my wish as follows:  
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